(FORMERLY: REMORANDY GHOUP LIMITED)

CARPE DIEM OFFICE PARK, QUANTUM STREET, TECHNO PARK, STELLENBOSCH 7600 - P.O. BOX 456, CAFE TOWN BOSC TELEFHONE: (U21) 888 N200 - TELEFAX: (D21) 888 N200 - TELEFAX:

82-3760

TO:

SECURITIES AND EXCHANGE COMMISSION

DIVISION OF CORPORATE FINANCE

WASHINGTON D.C. 20549, U S A

FAX NO:

091 (202) 942 9626 or

091 (202) 942 9627

FROM:

M LUBBE

SOUTH AFRICA

DATE:

9 SEPTEMBER 2003

RE:

VENFIN LIMITED

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(FORMSELY, REMERAPHT GROUP LIMITED)

CARPE DIEM OPPICE PANK, QUANTUM STREET, TECHNO PARK, STRLUENBOSCH 7400 · P.O. NOX 456, CAPR NOWN 8000 Telebhone: (UZ) 688 3208 · Telebak: (UZ) 880 1207

9 September 2003

Securities and Exchange Commission Division of Corporate Finance 450 Fifth Street, N.W. WASHINGTON, D.C. 20549 United States of America

RE: VENFIN LIMITED (FILE NO 82-3760) - RULE 12g3-2(b)

Ladies and Gentlemen

In connection with VenFin's (the "Company's") exemption pursuant to rule 12g3-2(b) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we wish to formally notify you that effective on 8 September 2003;

Messrs M J Bosman, A G Fletcher, Dr E Links and Prof E C Botha were appointed as directors of this Company.

The current members of the Board of Directors are:-

Mr Johann P Rupert

Non-Executive Chairman

Mr J Malherbe

Deputy Chairman and Chief Executive Officer

Mr P E Beyers

Mr M J Bosman

Prof E C Botha

Mr J W Drever

MILL W DIESEL

Mr J J Durand

Mr G T Ferreira

Mr A G Fletcher

Dr E Links

Mr J E Newbury

This information is being furnished under paragraph (b)(1)(i) of Rule 12g3-2 of the Exchange Act with the understanding that such information and documents will not be deemed "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act.

Please call the undersigned at telephone number (2721) 888 3311 or Robert M Chilstrom of Skadden, Arps, Slate, Meagher & Flom in New York at 212-735-2588 if you have any comments or questions regarding the enclosures.

Please date stamp the enclosed copy of this letter and return to Mr Chilstrom of Skadden, Arps, Slate, Meagher & Flom at 4 Times Square, New York, NY, 10036-6522.

Yours sincerely,

M Lubbe

Company Secretary

cc: Mr Robert M. Chilstrom

Mr Mahmoud Salem

VENFIN LIMITED

(Formerly: Rembrandt Group Limited)
(Reg. No. 1948/031037/00)

03 SEP 10 AM 7:21

CARPE DIEM OFFICE PARK, QUANTUM STREET, STELLENBOSCH 7800 · PO BOX 458, CAPE TOWN 8000 TELEPHONE (021) 885-3300 · YELEFAX (021) 883-3389

TO:

SECURITIES AND EXCHANGE COMMISSION

DIVISION OF CORPORATE FINANCE

WASHINGTON D.C. 20549, U S A

FAX NO:

091 (202) 942 9626 or

091 (202) 942 9627

FROM:

M LUBBE

SOUTH AFRICA

DATE:

9 SEPTEMBER 2003

RE:

VENFIN LIMITED

VENFIN LIMITED

(Formerly: Rembrandt Group Limited)
(Reg. No. 1948/031037/06)

GARPE DIEM OFFICE PARK, QUANTUM STREET, STELLENBOSCH 7600 · PO BOX 466, CAPE TOWN BOOD TELEPHONE (D21) 688-3300 · · TELEFAX (D21) 888-3398

9 September 2003

Securities and Exchange Commission Division of Corporate Finance 450 Fifth Street, N.W. WASHINGTON, D.C. 20549 United States of America

RE: VENFIN LIMITED (FILE NO 82-3760) - RULE 12g3-2(b)

Ladies and Gentlemen

In connection with VenFin Limited's (the "Company's") exemption pursuant to rule 12g3-2(b) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), enclosed please find 5 copies of the Company's press release regarding the audited consolidated results of the Company for the year ended 30 June 2003.

This information is being furnished under paragraph (b)(1)(i) of Rule 12g3-2 of the Exchange Act with the understanding that such information and documents will not be deemed "filed" with the Commission or otherwise subject to the liabilities of Section 18 of the Exchange Act.

Please call the undersigned at telephone number (2721) 888 3311 or Robert M Chilstrom of Skadden, Arps, Slate, Meagher & Flom LLP in New York at 212-735-2588 if you have any comments or questions regarding the enclosures.

Please date stamp the enclosed copy of this letter and return to Mr Chilstrom at Skadden, Arps, Slate, Meagher & Flom LLP at 4 Times Square, New York, NY, 10036-6522.

Yours sincerely,

M Lubbe

Company Secretary

cc: Mr Robert M. Chilstrom Ms Mahmoud Salem



Registration number 1948/031037/06 ISIN ZAE000026498 Share Code VNF

AUDITED CONSOLIDATED RESULTS FOR THE TWELVE MONTHS ENDED 30 JUNE 2003

Headline earnings per share	130.2 cents
Increase in headline earnings per share compared to 2002:	
- 15-months adjusted headline earnings	+10.8%
- Comparative 12-months adjusted headline earnings	+42.8%
Maiden dividend per share	25 cents

ABRIDGED CONSOLIDATED BALANCE SHEET		
	30 June	30 June
	2003	2002
	R million	R million
ASSETS		
Non-current assets		
Goodwill	556	138
Investments - Associated companies*	5 5 95	6 451
- Other	636	1 885
	6 787	8 474
Current assets	1 468	920
Cash and tash equivalents	1 414	865
Other current assets	54	55
Total assets	8 255	9 394
EQUITY AND LIABILITIES		
Interest of own members	8 205	9 335
Current liabilities	50	59
Total equity and liabilities	8 255	9 394

^{*}Includes one-third interest in R&V Holdings Limited (R&V). VenFin's attributable interest in the cash of R&V amounts to R1 712 million (30 June 2002: R2 992 million).

ABRIDGED CONSOLIDATED INCOME ST	TATEMENT			
		welve months		Fifteer
				months
	end	ed 30 June 2003		ended
	Company and	Associated	CONTRACTOR OF THE STATE OF THE	30 June 2002
•	its subsidiaries	companies	Total	Total
	R million	R million	R million	R million
Revenue	256		256	274
Operating loss	(40)		(40)	(55)
Net interest income	179		179	156
Profit from operations	139	,	139	101
Amortisation of goodwill	(86)	(19)	(105)	(129
Impairment of goodwill	(70)	(13)	(83)	(21
Impairment of assets	-	(234)	(234)	(252
Equity adjustment:				·
Share of net profit before taxation of				
associated companies		769	769	832
Exceptional items	357	5	362	(75
Profit before taxation	340	508	848	456
Taxation	(51)	(204)	(255)	(223)
NET PROFIT	289	304	593	233
Reconciliation of headline earnings:				
BASIC EARNINGS - net profit	289	304	593	233
Plus/(minus) - attributable to own members:	(2.67)	(5)	(0.4%)	
- Exceptional items	(357)	(5)	(362)	72
- Amortisation of goodwill	86	19	105	129
- Impairment of goodwill and assets	70	247	317	273
- Surplus on disposal of property, plant and equipment	•	(1)	(1)	- دند .
- Tax effect	13	+	13	
HEADLINE EARNINGS	101	564	665	707
Reconciliation of adjusted headline earnings:				
HEADLINE EARNINGS - reported	101	564	665	707
Adjustment relating to e-tv		_	-	(95)
ADJUSTED HEADLINE EARNINGS (2002)**	101	564	665	612

^{*}Amounts smaller than R500 000

^{**}Refer to Annexure A, as well as note on "Adjusted headline earnings (2002)" under commentary.

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SEGMENTAL ANALYSIS – HEADLINE EARNINGS	Twelve months	Fifteen months
	ended	ended
	30 June 2003	30 June 2 002
	R million	R million
		Adjusted**
Telecommunication	404	394
Technology	(1)	(3)
Media	(28)	(87)
Risk services	135	161
Corporate	155	147
	665	612

EARNINGS AND DIVIDENDS PER SHARE				
	T Y	velve months d 30 June 2003		Fifteen months
				ended
	Company and its subsidiaries	Associated companies	Total	30 June 2002 Total
WEARING (A. A.)	19.8	110.4	170.3	1353
HEADLINE EARNINGS (cents) - DILUTED	19.8	110.4	130.2 130.1	135.7 135.5
BASIC EARNINGS (cents)	56.6	59.5	116.1	44.7
- DILUTED	56.6	59.5	116.1	44.7
ADJUSTED HEADLINE EARNINGS (cents)**	19.8	110.4	130,2	117.5
- DILUTED	19.8	110.3	130.1	117.3
DIVIDENDS (cents)			25.0	-
				Twelve months
·				ended 30 June 2002

ADJUSTED HEADLINE EARNINGS - BASED ON A COMPARATIVE 12-MONTH PERIOD				
(cents)**	 19.8	110.4	130.2	91.2

^{**}Refer to Annexure A, as well as note on "Adjusted headline earnings (2002)" under commentary.

Part	ABRIDGED CONSOLIDATED STATEMENT OF CHANGES I	N EQUITY	
Net after-tax cumulative opening balance adjustment (AC 133) 808 7031 808		Twelve months	Fifteen months
Dening balance		ended	ended
Part		30 June	30 June
Net after-tax cumulative opening balance adjustment (AC 133) 808			2002
Net after-tax cumulative opening balance adjustment (AC 133) 808 23 Net profit for the period 593 233 Exchange rate adjustments (99) (88) Change in reserves of associated companies (99) (88) Net after-tax fair value adjustments for the period (AC 133) (512) - Realisation of fair value adjustments of financial instruments (347) - Shares in VenFin Limited acquired by wholly-owned subsidiary (228) (137) Interest of own members 8 205 9 335 ABRIDGED CONSOLIDATED CASH FLOW STATEMENT Twelve months ended ended 30 June 30 June 30 June 2003 2002 R million Realisation profit before taxation 848 456 Adjustments (958) (453) Operating profit/(loss) before working capital changes (110) 3 Working capital changes (110) 3 Working capital changes (122) 138 Cash generated from/(utilised in) operations (122) 134 Net increase received		R million	R million
Net profit for the period \$93 233 Exchange rate adjustments \$(1345) 2296 Change in reserves of associated companies \$(99) \$(88) Net after-tax fair value adjustments for the period (AC 133) \$(512) - (512) Realisation of fair value adjustments of financial instruments \$(347) - (512) Shares in VenFin Limited acquired by wholly-owned subsidiary \$(228) \$(137) Interest of own members \$205 9 335 ABRIDGED CONSOLIDATED CASH FLOW STATEMENT Twelve months ended 30 June 2003 2002 R million R million R million Net operating profit before taxation \$48 456 Adjustments \$(958) \$(453) Operating profit/(loss) before working capital changes \$(110) 3 Working capital changes \$(12) 138 Cash generated from/(utilised in) operations \$(122) 141 Net interest received \$179 156 Taxation paid \$(41) (322 Dividends received \$112 176 Net cash inflow from operating activities \$128 441 Investing activities \$128 441 Investing activities \$128 441 Investing activities \$54 (578) Net increase/(decrease) in cash and cash equivalents \$554 (578) Cash and cash equivalents at the beginning of the period \$660 997	Opening balance	9 335	7 031
Exchange rate adjustments (1 345) 2 296 Change in reserves of associated companies (99) (88) Net after-tax fair value adjustments for the period (AC 133) (512) - Realisation of fair value adjustments of financial instruments (347) - Shares in VenFin Limited acquired by wholly-owned subsidiary (228) (137) Interest of own members 8 205 9 335 ABRIDGED CONSOLIDATED CASH FLOW STATEMENT Twelve months ended ended 30 June 30 June 30 June 2003 2002 R million Net operating profit before taxation 848 456 Adjustments (958) (433) Operating profit/(loss) before working capital changes (110) 3 Working capital changes (12) 138 Cash generated from/(utilised in) operations (122) 141 Net interest received 179 156 Taxation paid (41) (322) Dividends received 112 176 Net cash inflow from operating activities 128 <	Net after-tax cumulative opening balance adjustment (AC 133)	808	-
Change in reserves of associated companies	Net profit for the period		
Net after-tax fair value adjustments for the period (AC 133)	Exchange rate adjustments		2 296
Realisation of fair value adjustments of financial instruments	Change in reserves of associated companies		(88)
Realisation of fair value adjustments of financial instruments	Net after-tax fair value adjustments for the period (AC 133)		•
ABRIDGED CONSOLIDATED CASH FLOW STATEMENT	Realisation of fair value adjustments of financial instruments		-
Twelve months ended ended 30 June 2003 2002 R million R million R million R million Service months Fifteen months ended ended 30 June 2003 2002 R million R	Shares in VenFin Limited acquired by wholly-owned subsidiary	(228)	(137)
Twelve months ended ended 30 June 30 June 2003 2002 R million R million	Interest of own members	\$ 205 	9 335
Twelve months ended ended 30 June 30 June 2003 2002 R million R million			
ended ended ended 30 June 2002 R million R million Net operating profit before taxation 848 456 453 454 453 454 <td>ABRIDGED CONSOLIDATED CASH FLOW STATEMENT</td> <td></td> <td></td>	ABRIDGED CONSOLIDATED CASH FLOW STATEMENT		
Net operating profit before taxation 848 456 Adjustments (958) (453) Operating profit/(loss) before working capital changes (110) 3 Working capital changes (12) 138 Cash generated from/(utilised in) operations (122) 141 Net interest received 179 156 Taxation paid (41) (32) Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578) Net increase/(decrease) in cash and cash equivalents 554 (137) Cash and cash equivalents at the beginning of the period 860 997		Twelve months	Fifteen months
Net operating profit before taxation 848 456 Adjustments (958) (453) Operating profit/(loss) before working capital changes (110) 3 Working capital changes (12) 138 Cash generated from/(utilised in) operations (122) 141 Net interest received 179 156 Taxation paid (41) (32 Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578) Net increase/(decrease) in cash and cash equivalents 554 (137) Cash and cash equivalents at the beginning of the period 860 997		ended	ended
Net operating profit before taxation 848 456 Adjustments (958) (453 Operating profit/(loss) before working capital changes (110) 3 Working capital changes (12) 138 Cash generated from/(utilised in) operations (122) 141 Net interest received 179 156 Taxation paid (41) (32 Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578) Net increase/(decrease) in cash and cash equivalents 554 (137) Cash and cash equivalents at the beginning of the period 860 997		30 June	30 June
Net operating profit before taxation 848 456 Adjustments (958) (453) Operating profit/(loss) before working capital changes (110) 3 Working capital changes (12) 138 Cash generated from/(utilised in) operations (122) 141 Net interest received 179 156 Taxation paid (41) (32 Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578) Net increase/(decrease) in cash and cash equivalents 554 (137) Cash and cash equivalents at the beginning of the period 860 997		2003	2002
Adjustments (958) (453) Operating profit/(loss) before working capital changes (110) 3 Working capital changes (12) 138 Cash generated from/(utilised in) operations (122) 141 Net interest received 179 156 Taxation paid (41) (32) Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578) Net increase/(decrease) in cash and cash equivalents 554 (137) Cash and cash equivalents at the beginning of the period 860 997		R million	R million
Operating profit/(loss) before working capital changes (110) 3 Working capital changes (12) 138 Cash generated from/(utilised in) operations (122) 141 Net interest received 179 156 Taxation paid (41) (32 Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578') Net increase/(decrease) in cash and cash equivalents 554 (137') Cash and cash equivalents at the beginning of the period 860 997'	Net operating profit before taxation		
Working capital changes (12) 138 Cash generated from/(utilised in) operations (122) 141 Net interest received 179 156 Taxation paid (41) (32 Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578) Net increase/(decrease) in cash and cash equivalents 554 (137) Cash and cash equivalents at the beginning of the period 860 997			
Cash generated from/(utilised in) operations (122) 141 Net interest received 179 156 Taxation paid (41) (32) Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578) Net increase/(decrease) in cash and cash equivalents 554 (137) Cash and cash equivalents at the beginning of the period 860 997			-
Net interest received 179 156 Taxation paid (41) (32 Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578 Net increase/(decrease) in cash and cash equivalents 554 (137 Cash and cash equivalents at the beginning of the period 860 997			
Taxation paid (41) (32 Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578 Net increase/(decrease) in cash and cash equivalents 554 (137 Cash and cash equivalents at the beginning of the period 860 997			
Dividends received 112 176 Net cash inflow from operating activities 128 441 Investing activities 426 (578 Net increase/(decrease) in cash and cash equivalents 554 (137 Cash and cash equivalents at the beginning of the period 860 997			
Net cash inflow from operating activities 128 441 Investing activities 426 (578 Net increase/(decrease) in cash and cash equivalents 554 (137 Cash and cash equivalents at the beginning of the period 860 997		•	
Investing activities 426 (578 Net increase/(decrease) in cash and cash equivalents 554 (137 Cash and cash equivalents at the beginning of the period 860 997			
Net increase/(decrease) in cash and cash equivalents Cash and cash equivalents at the beginning of the period 554 (137 860 997			
Cash and cash equivalents at the beginning of the period 860 997			
Carry and order of the about the abo		554	(127
Cash and cash equivalents at the end of the period 1 414 860			•
	Cash and cash equivalents at the beginning of the period	860	997

30 June

30 June

ADDITIONAL INFORMATION		
	30 June	30 June
	2003	2002
Shares in issue Ordinary shares of 1 cent each	486 493 650	486 493 650
- Unlisted B ordinary shares of 10 cents each	35 506 352 522 000 002	35 506 352 522 000 002
Total shares in issue - Shares held in treasury (ordinary shares of 1 cent each)	(21 646 966)	(7 400 000)
·	500 353 036	514 600 002
Weighted shares in issue	510 601 673	521 049 542

- In determining the headline earnings, basic earnings and adjusted headline earnings per share the total weighted number of shares in issue was taken into account.
- In determining the diluted headline earnings, basic earnings and adjusted headline earnings per share the weighted number of shares in issue was adjusted for the dilutive effect of the Company's long-term share incentive scheme.

·	2003	2002
Net asset value per share (Rand) - At book value - At market value and directors' valuation of investments	R16.40 R24.17	R18.14 R27.11
	R million	R million
Listed investments		
Associated	19	132
- Carrying value - Market value	52	107
Other	32	107
- Carrying value	607	1 706
- Market value	607	2 606
Unlisted investments		
Associated	5.536	6.210
- Carrying value - Directors' valuation	5 576 9 982	6 319 10 189
Other	7 782	10 109
- Carrying value	29	179
- Directors' valuation	29	179
	Charles and the same of the sa	
Capital commitments (Including amounts authorised, but not yet contracted)	12	20

ADDITIONAL INFORMATION (CONTINUED)	Twelve months ended	Fifteen months ended
	.30 June	30 June
	2003	2002
	R million	R million
Dividends received		
Dividends included in operating profit	20	29
Dividends from associated companies	92	85
Exceptional items		
Exceptional items of subsidiary companies consist of the following: Impairment of loan to e-tv	_	(95)
Net capital surplus/(loss) on the disposal of		(33)
- Richemont depositary receipts	361	
- other long-term investments	(4)	15
Total before taxation - per income statement	357	(80)
Taxation	(13)	
Total after taxation	344	(80)
Share of exceptional items of associated companies after taxation	5_	4
Total – attributable to own members	349	(76)

ANNEXURE A COMPOSITION OF HEADLINE EARNINGS

		VenFin' R mi		
	Effective % interest at 30 June 2003***	Twelve months 30 June 2003	Fifteen months 30 June 2002 adjusted for e-tv	
ASSOCIATED COMPANIES				
Vodacom R&V	15.0 33.3	376 211	381 238	
Dimension DataAlexander ForbesOther		24 135 52	161 77	
Psitek Tracker	32.0 32.1	27 8	1 l 12 *	
Inala SAIL Intervid	33.5 19.5 17.3	1 (4) (6)	2 * 8 (4)*	
GenuOne e-tv	36.9 33.0	(22) (24)	(9) (95)	
Other		(3)	**	
		564	544	
SUBSIDIARIES Net interest received	-	101 128	68 112	
Net management fees Corporate and other		(29) 2	(35) (9)	
Headline earnings		665	612	

^{*} Accounting period: 18 months to 30 June 2002

ANNEXURE B COMPOSITION OF NET ASSET VALUE PER SHARE (RAND)

	30 June 2003		30 June 2002	
	Book value	Valuations	Book value	Valuations
Listed (1)	1.27	1.32	3.72	5,27
Unlisted ⁽²⁾	3.96	11.68	2.47	9.89
R&V ⁽²⁾	8.34	8.34	10.28	10.28
Cash	2.83	2.83	1.67	1.67
Total	16.40	24.17	18.14	27.11
Share price		16.80		17.50

⁽¹⁾ Market value

^{**} Amount smaller than R500 000

^{***} These percentage interests represent the effective holdings in the respective companies at 30 June 2003, and do not necessarily represent the percentage interest during the accounting period.

⁽²⁾ Directors' valuation

COMMENTARY

INTRODUCTION

VenFin operates as an investment holding company focusing on telecommunication, technology and media businesses. The group actively manages its investments through regular dialogue with other shareholders, directors and the management of investee companies.

CHANGE IN YEAR-END

As previously reported, VenFin changed its year-end from 31 March to 30 June in the 2002 financial period. Therefore the results for the comparative 15-month period ended 30 June 2002 are not directly comparable with those for the 12 months ended 30 June 2003,

ACCOUNTING POLICIES

The annual financial statements are prepared on the historical cost basis, unless otherwise indicated, in accordance with South African Statements of Generally Accepted Accounting Practice, the requirements of the South African Companies Act and the Listing Requirements of the JSE Securities Exchange South Africa and incorporate policies which are consistent with those of the previous period, with the exception of accounting for financial instruments.

CHANGE IN ACCOUNTING POLICIES

With effect from 1 July 2002 VenFin adopted AC 133 (Financial Instruments: Recognition and Measurement). In accordance with the transitional provisions of AC 133, VenFin recorded an after-tax cumulative adjustment gain of R808.2 million as an opening balance adjustment to reserves to recognise the difference between the carrying values and fair values of financial instruments at 1 July 2002.

Due to the fact that the comparative figures are not restated under the transitional provisions of AC 133, certain items are not directly comparable on a line-for-line basis with that of prior financial periods.

ADJUSTED HEADLINE EARNINGS (2002)

Due to the material effect that the equity accounted results of e-tv would have had on the results of VenFin if the Independent Communication Authority of South Africa (ICASA) had approved the equity interest in Sabido (Proprietary) Limited, the holding company of e-tv, VenFin presented adjusted headline earnings in prior periods on the basis that the attributable portion of e-tv's loss was accounted for as a loss in an associated company and not as an exceptional item.

As a result of the approval by ICASA in March 2003, VenFin has equity accounted e-tv for the year under review. On account of this change in the accounting treatment of e-tv, the headline earnings for the period under review corresponds with the adjusted headline earnings.

Therefore, in order to achieve a more meaningful comparison with the current period, adjusted headline earnings are still presented for the prior period.

<u>FINANCIAL REVIEW</u>

Headline earnings

Headline earnings for the 12 months to 30 June 2003 was R665 million compared to headline earnings of R707 million for the 15 months to 30 June 2002. Headline earnings per share was 130.2 cents for the 12 months to 30 June 2003 compared to 135.7 cents for the 15-month period to 30 June 2002.

Headline earnings per share for the 12 months to 30 June 2003 increased by 10.8% to 130.2 cents, from the adjusted headline earnings of 117.5 cents for the 15-month period to 30 June 2002.

Based on a comparative 12-month period to 30 June 2002, the increase in headline carnings per share for the year to 30 June 2003 would have been 42.8%, from an adjusted 91.2 cents to 130.2 cents.

Composition of headline earnings ...

The increase in earnings must be assessed taking the composition of the group's earnings into account.

The group's main sources of earnings were:

- Vodacom Group (Proprietary) Limited (Vodacom) (15.0% interest), which contributed approximately 57% (2002: 62% for a 13.5% interest) to adjusted headline earnings
- Associated company R&V Holdings Limited (R&V) (33.3% interest), which contributed 32% (2002: 39%) to adjusted headline earnings
- Net interest income from cash resources, which contributed 19% (2002: 18%) to group earnings.

Vodacom

Vodacom again performed strongly, with headline earnings of R2 308 million and an EBITDA margin (earnings before interest, tax, depreciation and amortisation) of 33.9% for its year ended 31 March 2003. Vodacom's headline earnings for the three months from 1 April 2003 to 30 June 2003 were R699 million.

R&V

The majority of R&V's earnings is interest generated by the Alexander Forbes and Dimension Data convertible bonds and on cash.

The decrease in earnings from R&V is mainly attributed to the accounting of 12 months earnings as opposed to 15 months in the previous period.

Corporate (Wholly-owned subsidiaries)

The contribution of net interest income to headline earnings increased by 14.3% to R128 million (2002: R112 million), mainly as a result of a higher average cash balance, as well as the high interest rate levels that prevailed on local cash.

Dividends received from other investments contributed R19.7 million (2002: R29.1 million) to headline earnings.

Impairment of investments and goodwill

Provision for impairment of investments and goodwill amounting to R70 million has been made as follows:

- An impairment provision amounting to R13 million has been made against the carrying value of FRS due to it still being at a
 development stage.
- The unamortised goodwill created on the investments previously made in Intervid amounting to R34 million, and SAIL amounting to R23 million, were impaired to reflect the diminution in the value of these assets.

The write-down by R&V of the Intervid International convertible loan amounting to R226 million is included in the impairment of assets of associated companies amounting to R234 million.

An analysis and detailed composition of the performance of the various investments appears in Annexures A and B and a full operational review of all investments can be found in the group's 2003 annual report, due for distribution by the end of September 2003.

CHANGES TO INVESTMENTS

The most significant changes to VenFin's investment portfolio for the twelve months ended 30 June 2003 were:

Vodacom

VenFin acquired an additional 1.5% interest in Vodacom from Hosken Consolidated Investments Limited (HCI), with effect from 31 December 2002 for a total consideration of R451.1 million. The proceeds from the Richemont transaction mentioned below, were in part used to settle this amount. At 30 June 2003, VenFin's interest in Vodacom was 15.0%.

Compagnie Financière Richemont AG (Richemont)

On 31 December 2002, VenFin exercised the put option acquired from Merrill Lynch International in respect of 51 858 000 Richemont depositary receipts held by VenFin ("the Richemont transaction"). The net cash proceeds realised by VenFin as a result of exercising the put option amounted to R942.9 million. An after-tax capital surplus of R347.5 million was realised and is accounted for as an exceptional item.

Sabido (Proprietary) Limited (Sabido)

During April 2000 VenFin granted an indirect, interest-free loan of R281.8 million to Sabido, the holding company of Midi TV (Proprietary) Limited (e-tv). An additional R38.6 million was advanced to HCI for e-tv during the 2002 financial period. During January 2002, VenFin advanced a further loan of R280.0 million to HCI. This loan was interest-bearing and fully secured.

During September 2002 R200.0 million of this interest-bearing loan was replaced by an interest-free loan to HCI for c-tv. The balance of the loan was repaid on 31 December 2002. VenFin's indirect interest in e-ty was 33.0% on 30 June 2003.

GenuOne Incorporated (GenuOne)

During the period under review an additional investment of \$4 million was made in GenuOne. At 30 June 2003, VenFin's effective interest in GenuOne was 36.9%.

Idion Technology Holdings Limited (Idion)

During the period under review VenFin invested R11.4 million in Idion. At 30 June 2003, VenFin's effective interest in Idion was 6.0%.

Veritas Venture Partners (Cayman) L.P. (Veritas)

VenFin approved an investment of \$1.5 million in VVP Fund II, L.P. of which \$150 000 had been drawn at 30 June 2002. During the period under review an additional \$150 000 was drawn.

FRS Financial Reporting Solutions (Proprietary) Limited (FRS)

During November 2002, VenFin invested a further R3 million in FRS. At 30 June 2003, the interest in FRS was 42.9%.

Fibalogic (Proprietary) Limited (Fibalogic)

VenFin sold its interest in Fibalogic on 30 September 2002. A capital loss of R4.3 million was realised and is accounted for as an exceptional item.

R&V

On 31 December 2002, R&V, an associated company of VenFin, subscribed for a \$100 million seven-year convertible bond issued by Dimension Data Holdings plc (Didata). If converted, R&V will hold an equity interest of approximately 12.3% of the fully diluted share capital of Didata.

Buy-back of VenFin shares

During the period under review, VenFin's wholly-owned subsidiary, VenFin Securities (Proprietary) Limited (VenFin Securities), acquired an additional 14 246 966 ordinary VenFin shares for a total amount of R228.3 million. These shares, together with the 7 400 000 shares bought during the fifteen months ended 30 June 2002, are held as treasury shares. The 21 646 966 shares bought to date represent 4.4% of the issued ordinary shares of 1 cent each.

Prospects

We continue to evaluate new investment opportunities on a regular basis both inside and outside South Africa. Our investment strategy is to take a long-term view and we believe that the current market offers good opportunities. We have changed our focus slightly and are concentrating on larger investments which can make a meaningful contribution to VenFin.

Subsequent to the year-end:

VenFin Share Trust (Trust)

Subsequent to the year-end VenFin Securities sold 8 896 346 of the treasury shares to the Trust for a net consideration of R149 million. This disposal was financed by way of a loan to the Trust.

VenFin has invested a further \$150,000 into the fund. Total investments now amount to \$450,000.

Subsequent to the year end, RGH Investments Limited, a wholly-owned subsidiary of VenFin, sold 2.2 million Richemont A units for an amount of R312 million.

EXCHANGE RATE DIFFERENCES

Negative exchange rate differences arising on translation of offshore assets to SA Rand at 30 June 2003 amounted to R1 345 million (2002: R2 296 million positive exchange rate differences) and was debited directly to reserves.

DIRECTORS

Messrs M J Bosman and A G Fletcher, Dr E Links and Prof E C Botha were appointed as independent non-executive directors on 8 September 2003.

<u>AUDIT REPORT</u>

The annual financial statements have been audited by PricewaterhouseCoopers Inc. and their unqualified audit reports on the comprehensive annual financial statements and the summarised financial statements are available for inspection at the registered office of the Company.

DIVIDEND

The dividend declared hereunder represents VenFin's maiden dividend.

Declaration of Dividend No 1

Notice is hereby given that a final dividend of 25 cents per share has been declared in respect of both the ordinary shares of one cent each and the unlisted B ordinary shares of ten cents each, for the financial year ended 30 June 2003.

Dates of importance:

Friday, 10 October 2003	
Monday, 13 October 2003	
Friday, 17 October 2003	
Monday, 20 October 2003	

On payment date, Monday, 20 October 2003, if so mandated, dividends due to holders of certificated securities will either be transferred electronically to bank accounts, or alternatively, cheques will be posted to their registered addresses.

Dividends in respect of dematerialised shareholdings will be credited to shareholders' accounts at their broker or CSDP on Monday, 20 October 2003.

Shareholders may not dematerialise or rematerialise their holdings of ordinary shares between Monday, 13 October 2003 and Friday, 17 October 2003, both days inclusive.

The Annual Report will be posted to members during September 2003.

Signed on behalf of the Board of Directors.

Johann Rupert Chairman Josua Malherbe
Chlef Executive Officer/Deputy Chairman

Stellenbosch 8 September 2003

DIRECTORS AND ADMINISTRATION

Directors

Johann Rupert* (Chairman),
Josua Malherbe (Deputy Chairman/Chief Executive Officer),
Piet Beyers*, Mike Bosman*, Liesbeth Botha*, Jan Dreyer*, Jan Durand,
GT Ferreira*, Anthony Fletcher*, Elias Links*, John Newbury*

(*Non-executive)

Secretary Mariza Lubbe

Listing

JSE Securities Exchange South Africa Sector: Financial – Investment Companies

American depositary receipt (ADR) program
Cusip number 759905508 ADR to ordinary share 1:1

Depositary

The Bank of New York, 620 Avenue of the Americas, New York NY 10011

Business address and registered office

Carpe Diem Office Park, Quantum Street, Techno Park, Stellenbosch 7600 (P O Box 456, Stellenbosch 7599)

Transfer Office

Computershare Limited, 70 Marshall Street, Johannesburg 2001 (P O Box 61051, Marshalltown 2107)

Auditors

PricewaterhouseCoopers Inc.
Stellenbosch

Sponsor

Rand Merchant Bank (A division of FirstRand Bank Limited)
Corporate Finance

www.venfin.com